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Guy M Hicks
General Counsel

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May 5, 2005

VIA HAND DELIVERY

Hon Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

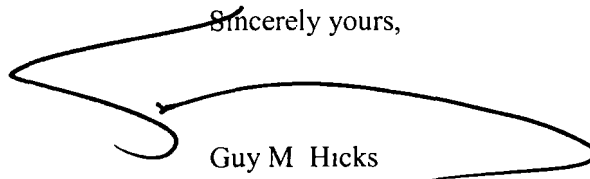
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and XO Tennessee, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 05-00136

Dear Chairman Miller

Pursuant to Section 252(e) of the Telecommunications Act of 1996, XO Tennessee, Inc. and BellSouth Telecommunications, Inc are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated November 4, 1999. The Amendment changes the name of the company to XO Communications Services, Inc. and modifies the Notice provision.

Thank you for your attention to this matter.

Sincerely yours,



Guy M Hicks

cc. Dana Shaffer, XO Communications Services, Inc.
Gegi Leeger, XO Communications Services, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and XO Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND XO TENNESSEE, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, XO Tennessee, Inc. ("XO") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated November 4, 1999 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, XO and BellSouth state the following:

1. XO and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to XO. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 28, 2000.

2. The parties have recently negotiated an Amendment to the Agreement which changes the name of the company to XO Communications Services, Inc. and modifies the Notice provision. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, XO and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and XO within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. XO and BellSouth aver that the Amendment is consistent with the standards for approval.

XO and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 5th day of May, 2005.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By: 

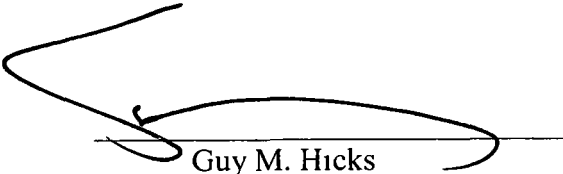
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 5 day of May, 2005:

Dana Shaffer
Vice President, Regulatory Counsel
XO Communications Services, Inc.
105 Molloy Street, Suite 300
Nashville, TN 37201-2315

Gegı Leeger
Director Regulatory Contracts
XO Communications Services, Inc.
11111 Sunset Hills Road
Reston, VA 20190



Guy M. Hicks

**Amendment to the Interconnection Agreement
Between
XO Communications Services, Inc. and
BellSouth Telecommunications, Inc.
Dated November 4, 1999**

This Amendment is entered into by and between XO Communications Services, Inc. ("XOCS") successor by operation of law to XO Tennessee, Inc. ("XO") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties," to amend that certain Interconnection Agreement between the Parties dated November 4, 1999 ("Interconnection Agreement") to be effective April 4, 2005.

WHEREAS, XO has assigned the Interconnection Agreement to XO Communications Services, Inc (XOCS), a Delaware corporation.

WHEREAS, the Parties desire that the Interconnection Agreement be amended to reflect the correct corporate entity name.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The name of XO Tennessee, Inc. (XO) in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with XO Communications Services, Inc. (XOCS).
2. The Parties agree to delete and replace in its entirety Section 22.1 of General Terms and Conditions as follows:

19.1 With respect to legal notices, every such notice, consent, approval, or other communications required or contemplated by this Agreement shall be in writing and shall be delivered by hand, by overnight courier or by US mail postage prepaid, address to:

BellSouth Telecommunications, Inc.

BellSouth Local Contract Manager
600 North 19th Street, 10th Floor
Birmingham, AL 35203

and

9/15/02

ICS Attorney
Suite 4300
675 West Peachtree Street
Atlanta, GA 30375

XO Communications Services, Inc.

Dana Shaffer
Vice President, Regulatory Counsel
105 Molloy Street, Suite 300
Nashville, TN 37201
Telephone Number: 615-777-7700
Facsimile Number: 615-850-0343

and

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
Telephone Number: 703-547-2109
Facsimile Number: 703-547-2300

3. All of the other provisions of the Interconnection Agreement, dated November 4, 1999, shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Telecommunications Act of 1996.

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and
month of March 2005.

**BellSouth Telecommunications,
Inc.**

By: 

Name: Kristen E. Rowe

Title: Director

Date: 3/23/05

XO Communications Services, Inc.

By: 

Name: Dana Shaffer

Title: VP

Date: 3/21/05

[CCCS Amendment 3 of 3]

[CCCS Amendment 3 of 3]

(TN)